

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE VEECO INSTRUMENTS INC.
SECURITIES LITIGATION
----- X

No. 7:05-MD-01695-CM-GAY

THIS DOCUMENT RELATES TO:
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AUGUST SCHUPP, III, derivatively on behalf
of VEECO INSTRUMENTS, INC.,

Plaintiff,

v.

EDWARD H. BRAUN, et al.,

Defendants.
----- X

No. 7:05-CV-10225-CM

DAVID ALTMAN, derivatively on behalf
of VEECO INSTRUMENTS, INC.,

Plaintiff,

v.

EDWARD H. BRAUN, et al.,

Defendants.
----- X

No. 7:05-CV-10226-CM

**DECLARATION OF J. ROSS WALLIN IN OPPOSITION TO PLAINTIFFS' MOTION
FOR LEAVE TO AMEND THEIR CONSOLIDATED AMENDED SHAREHOLDER
DERIVATIVE COMPLAINT AND TO FILE A SECOND CONSOLIDATED
AMENDED SHAREHOLDER DERIVATIVE COMPLAINT**

GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193
Phone: (212) 351-4000
Fax: (212) 351-4035

Attorneys for Defendants

November 22, 2006

J. ROSS WALLIN, pursuant to 28 U.S.C. § 1746, hereby declares:

1. I am an attorney with the law firm of Gibson, Dunn & Crutcher LLP, counsel to Defendants Edward H. Braun, Peter J. Simone, Richard J. D'Amore, Joel A. Elftmann, Heinz K. Fridrich, Douglas A. Kingsley, Paul R. Low, Roger D. McDaniel, Irwin H. Pfister, Walter J. Scherr, and Nominal Defendant Veeco Instruments Inc. ("Veeco").
2. Attached hereto as Exhibit A is a true and correct copy of Plaintiffs' First Request for the Production of Documents, dated June 28, 2006.
3. Attached hereto as Exhibit B is a true and correct copy of Joint Stipulation and [Proposed] Order to Revise Pretrial Schedule, signed by the parties on July 27, 2006, and ordered by the Court on July 28, 2006.
4. Attached hereto as Exhibit C is a true and correct copy of Veeco's Schedule 14A Proxy Statement filed with the SEC on April 18, 1997.
5. Attached hereto as Exhibit D is a true and correct copy of Veeco's Schedule 14A Proxy Statement filed with the SEC on May 11, 1998.
6. Attached hereto as Exhibit E is a true and correct copy of Veeco's Schedule 14A Proxy Statement filed with the SEC on April 12, 1999.
7. Attached hereto as Exhibit F is a true and correct copy of Veeco's Schedule 14A Proxy Statement filed with the SEC on April 13, 2000.
8. Attached hereto as Exhibit G is a true and correct copy of Veeco's Schedule 14A Proxy Statement filed with the SEC on April 16, 2001.
9. Attached hereto as Exhibit H is a true and correct copy of Veeco's Schedule 14A Proxy Statement filed with the SEC on April 9, 2002.

10. Attached hereto as Exhibit I is a true and correct copy of Veeco's Schedule 14A Proxy Statement filed with the SEC on April 8, 2003.

11. Attached hereto as Exhibit J is a true and correct copy of Veeco's Schedule 14A Proxy Statement filed with the SEC on April 5, 2004.

12. Attached hereto as Exhibit K is a true and correct copy of Veeco's Schedule 14A Proxy Statement filed with the SEC on April 28, 2005.

13. Attached hereto as Exhibit L is a true and correct copy of a Form 4 Statement of Changes in Beneficial Ownership filed with the SEC by Don R. Kania on March 4, 2003.

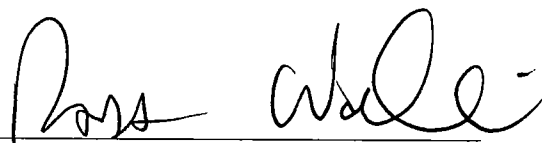
14. Attached hereto as Exhibit M is a true and correct copy of Form 4 Statement of Changes in Beneficial Ownership filed with the SEC by Anthony L. Martinez on March 18, 2004.

15. Attached hereto as Exhibit N is a true and correct copy of Veeco's 2000 Stock Incentive Plan.

16. Attached hereto as Exhibit O is a true and correct copy of Veeco's 1994 Stock Option Plan for Outside Directors.

17. Attached hereto as Exhibit P is a true and correct copy of Veeco's 1992 Amended and Restated Employees' Stock Option Plan.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22nd day of November 2006.

A handwritten signature in black ink, appearing to read "J. Ross Wallin", is written over a horizontal line.

J. Ross Wallin